## FORM D

SEC Vai filiations Section UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires:
Estimated average burden
hours per response. . . . . . 16.00

JUN 12 2008

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
FORM LIMITED OFFERING EXEMPTI

SEC	USE ONLY					
Prefix	Serial					
	_					
DATE RECEIVED						
	1					

the etan DC	SECTION 4(0), AND/OR	DATE RECEIVED
Washington, DC 104	UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering ( check i	f this is an amendment and name has changed, and indicate change.)	
Limited Partnership Interests		
Filing Under (Check box(es) that	apply): Rule 504 Rule 505 Rule 506 Section 4(6)	<del>-</del>
Type of Filing: New Filin	g 🗹 Amendment	PROCESSED
	A. BASIC IDENTIFICATION DATA	11.14. * 0.000
1. Enter the information reque	sted about the issuer	JUN 1 6 2008 E
Name of Issuer ( check if the Century Properties XVI Limit	is is an amendment and name has changed, and indicate change.) ed Partnership	<b>THOMSON REUTERS</b>
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1233 Main Street, Suite 150	), Wheeling, WV 26003	304-232-5411
Address of Principal Business Of (if different from Executive Offi	erations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business		The same uses may the said life
Real estate ownership		
Type of Business Organization	Imited partnership, already formed other (	please specify): 08052310
Actual or Estimated Date of Inco Jurisdiction of Incorporation or 6	Month Year  rporation or Organization: 08 017 Actual Esti  Organization: (Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada: FN for other foreign jurisdiction)	mated e: ☑//[A]

### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

•		A. BASIC IDE	ENTIFICATION DATA		
2. Enter the information re-	quested for the fol	lowing:			
Each promoter of the control of	ne issuer, if the iss	uer has been organized w	ithin the past five years;		
<ul> <li>Each beneficial owr</li> </ul>	ner having the pow	er to vote or dispose, or dis	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
• Each executive offi	cer and director of	f corporate issuers and of	corporate general and man	aging partners of p	partnership issuers; and
• Each general and m	anaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if CE Holdings XVI, LLC					
Business or Residence Addres 1233 Main Street, Suite 1			ode)		
Check Box(es) that Apply:	Promoter Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Aderholt, Danny	f individual)		<del></del>		
Business or Residence Addres	ss (Number and	Street, City, State, Zip Co	ode)		
1233 Main Street, Suite 15	500, Wheeling, \	WV 26003			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Munjas, J. Joseph	f individual)	/11 B . 2/2 - 17			
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		···
1233 Main Street, Suite 1	500, Wheeling,	WV 26003			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	···			
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
	(Use bla	ank sheet, or copy and use	additional copies of this s	sheet, as necessary	)

					B. II	IFORMATI	ON ABOU	r offeri	NG				
1.	Has the	issuer sold	i, or does th	ne issuer in	tend to sel	l. to non-ac	credited in	vestors in	this offeri	ng?	************	Yes	No
• •	1145 1116	iosaci gore	, 01 4045 11			Appendix,						<u> </u>	
2.	What is	the minim	um investm									\$_ <sup>40,0</sup>	00.00
												Yes	No
3.			permit joint									K	
4.	commis If a pers or states	sion or sim on to be lis s, list the na	ion request ilar remuner ted is an ass ame of the b you may so	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok re than five	rs in conne er or dealer : (5) person	ction with registered s to be list	sales of sec I with the S ed are asso	urities in th EC and/or	ne offering. with a state		
		Last name rt and Wat	first, if indi	ividual)									
			Address (N	lumber and	Street, Ci	tv. State, Z	in Code)						<del></del>
			Wheeling,			,,,	/						
Na	me of As	sociated Bi	roker or De	aler									
-			Listed Has	0 12 24 1	. 1	4- C-11-14 1	2			. =			
Sta			i Listed Has s" or check							•••••	•••••	☐ Al	l States
	AL	AK	[AZ]	AR	CA	CO	[CT]	DE	DC	EL	GA	HI	[ID]
	IL		ĪĀ	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	ИJ	NM	NY	NC	ND	QH)	OK	OR	PA.
	RI	SC	SD	TN	TX	UT	VΤ	VA	[WA]		WI	WY	PR
Fu	ll Name (	Last name	first, if ind	ividual)			<del></del>				<del></del> -		
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Na	me of As	sociated B	roker or De	aler	W. W.		<u>.</u>		<u>.</u>				
Sta	ites in WI	nich Persor	Listed Has	s Solicited	or Intends	to Solicit	Purchasers					<del></del>	
	(Check	"All State	s" or check	individual	States)			***************************************		***************************************		☐ Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	[N]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS)	MO
	MT RI		NV) SD	NH	IX.	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
<u> </u>		[SC]	first, if ind	[TN]			(VI)	VA	<u> </u>	<u> </u>	(11)		
Bu	isiness of	r Residence	e Address (1	Number ar	d Street, C	City, State,	Zip Code)						
Na	me of As	sociated B	roker or De	aler					,				
Sta	ates in W	hich Person	n Listed Ha	s Solicited	or Intend	s to Solicit	Purchasers						
	(Check	"All State	s" or check	individua	l States)	••••••	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	• • • • • • • • • • • • • • • • • • • •	••••••		*************	☐ Al	1 States
	AL	[AK]	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ĪD
	IL	[IN]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT RI	(NE) (SC)	NV SD	NH TN	(ÑĴ) (TX)	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sum_{\text{and}}\) and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
	••	€ 0.00	§ 0.00
	Debt	• 0.00	s 0.00
	Equity	\$ <u></u>	3_0.00
	Common Preferred	c 0.00	0.00 \$
	Convertible Securities (including warrants)	\$	· ·
	Partnership Interests		\$ 0.00
	Other (Specify)	\$ 1,900,000,00	· -
	Total	\$	\$_0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	0	\$_0.00
	Non-accredited Investors		\$_0.00
	Total (for filings under Rule 504 only)		\$ 0.00
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.		s e	
		Type of	Dollar Amount
	Type of Offering	Security 0	Sold <b>\$</b> 0.00
	Rule 505	·	
	Regulation A		\$ 0.00
	Rule 504	· <del></del>	\$_0.00
	Total	·	\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure i not known, furnish an estimate and check the box to the left of the estimate.	•	
	Transfer Agent's Fees		] \$
	Printing and Engraving Costs	····· [ <u>7</u>	
	Legal Fees		
	Accounting Fees	<u>2</u>	\$ 10,000.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)		
	Other Expenses (identify)		- 0.00
	Total		014 000 00

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
-	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer."			\$
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and Tthe payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$ 250,000.00	s 0.00
	Purchase of real estate	[	\$ <u></u> 0.00	\$_0.00
	Purchase, rental or leasing and installation of mac and equipment	hinery [	\$_0.00	\$
	Construction or leasing of plant buildings and fac			ss
	Acquisition of other businesses (including the val offering that may be used in exchange for the asse issuer pursuant to a merger)	ets or securities of another	s	s 0.00
	Repayment of indebtedness		7 \$ 1,401,142.0	\$ 0.00
	Working capital		\$ 0.00	
	Other (specify): Bank fees		\$_0.00	<u></u>
	Column Totals		Z \$ 1,651,142.00	S 34,858.00
	Total Payments Listed (column totals added)			886,000.00
		D. FEDERAL SIGNATURE		
sigi	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	nish to the U.S. Securities and Exchange Commis	sion, upon writter	e 505, the following a request of its staff.
Issi	er (Print or Type)	Signature () ()	Date 6/10	12000
Ce	ntury Properties XVI Limited Partnership	Nay Callebell	ןטוןש	2008
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Dar	ny C. Aderholt	President, CE Holdings XVI, LLC, general par	tner of Century P	roperties XVI, LP

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>K</b>
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature
Century Properties XVI Limited Partnership	De Carriet 6/10/2008
Name (Print or Type)	Title (Print or Type)
Danny C. Aderholt	President, CE Holdings XVI, LLC, general partner of Century Properties XVI, LP

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### **APPENDIX** 1 2 3 5 Disqualification Type of security under State ULOE and aggregate Intend to sell (if yes, attach offering price Type of investor and explanation of to non-accredited offered in state amount purchased in State waiver granted) investors in State (Part E-Item 1) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited State Yes No **Investors** Amount **Investors** Amount Yes No ALX X ΑK × X ΑZ × X AR X X CA X × CO × × CT X X X DE DC x X FLLP interest X GA X x HI X X X ID X IL x × ſΝ X X IΑ X X KS × X KY X X LA X X ME × X MD X X MA X X ΜI × × MN X X MS X X

# APPENDIX

1	:	2	3			4		5	
	to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)  Number of Number of				Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		×			·				×
MT		×							×
NE		×							×
NV		×							×
NH		×							×
NJ		×							×
NM		×							×
NY		×							×
NC		×							х
ND		×							X
ОН		×	LP Interest						×
ОК		×							×
OR		×					,		×
·PA		×	LP Interest						×
RI		×	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						x
SC		×							×
SD		×							×
TN		×				•			×
TX		×							×
UT		×							×
VT		×							×
VA		×							X
WA		×							×
wv		×	LP Interest						×
WI		×							×

		_		APP	ENDIX								
1		2	3	Type of investor and explar amount purchased in State waive					4				
	to non-a	d to sell accredited as in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)				(if yes, explan waiver	ate ULOE attach ation of granted) -ltem 1)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
WY		×							×				
PR		×							×				